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Before the FEDERAL COMMUNICATIONS COMMISSION Washington, D.C. 20554

In the Matter of)
SPRINT COMMUNICATIONS COMPANY L.P.) WC Docket No
and)
STI PREPAID, LLC) File No. ITC-ASG
Application for Consent to Assign Assets and/or Transfer Control of Assets pursuant to Section 214 of the Communications Act of 1934, as Amended)))

JOINT APPLICATION

Sprint Communications Company L.P. ("Sprint") and STi Prepaid, LLC ("STi Prepaid") (collectively, the "Applicants"), by their attorneys, hereby request authority from the Federal Communications Commission ("Commission") pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Sections 1.763, 63.03, 63.04, 63.18, and 63.24(e) of the Commission's rules, 47 C.F.R. §§ 1.763, 63.03, 63.04, 63.18, and 63.24(e), to assign and/or transfer control of certain Sprint assets to STi Prepaid.¹

I. REQUEST FOR STREAMLINED TREATMENT OF APPLICATION

Under Section 63.04(b) of the Commission's rules, the Applicants are filing a combined domestic and international application for the assignment and/or transfer of control of certain Sprint assets to STi Prepaid. The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's rules.

Amendment of Parts 1 and 63 of the Commission's Rules, 22 FCC Rcd 11398, ¶ 38 (2007) (indicating that asset acquisitions should be treated as assignments under the Commission's international Section 214 rules); Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations, 17 FCC Rcd 5517, ¶ 59 (2002) (finding that asset acquisitions should be treated as transfers of control under the Commission's domestic Section 214 rules).

CAHILL GORDON & REINDEL LLP

SUITE 950 1990 K STREET, N.W. Washington, D.C. 20006-1181

EIGHTY PINE STREET NEW YORK, N.Y. 10005-1702 (212) 701-3000 FAX: (212) 269-5420

TELEPHONE (202) 862-8900 FACSIMILE (202) 862-8958

AUGUSTINE HOUSE 6A AUSTIN FRIARS
LONDON, ENGLAND EC2N 2HA
(011) 44.20.7920.9800
FAX: (011) 44.20.7920.9825

ANGELA F. COLLINS

202-862-8930 | acollins@cgrdc.com

June 5, 2008

Via Federal Express

Marlene H. Dortch Federal Communications Commission Wireline Competition Bureau Applications P.O. Box 979091 St. Louis, MO 63197-9000

Re:

Application of Sprint Communications Company L.P. and STi Prepaid, LLC for Consent to Transfer Control of Assets pursuant to Section 214 of the Communications Act of 1934, as Amended

Dear Secretary Dortch:

Enclosed, on behalf of STi Prepaid, LLC and Sprint Communications Company L.P. ("Applicants"), is an original and six (6) copies of the above-referenced application. Also enclosed is a completed Fee Remittance Form 159 with a credit card payment of \$965.00 for the filing fees.

Pursuant to Section 63.04(b) of the rules and regulations of the Federal Communications Commission, Applicants submit this filing as a combined international Section 214 assignment application and domestic Section 214 transfer of control application ("Combined Application"). The Combined Application has been filed concurrently with the International Bureau through its International Bureau Filing System.

Enclosed is an extra copy of the Combined Application. Please date-stamp the extra copy and return it in the enclosed Federal Express envelope. If you have any questions concerning this filing, please contact the undersigned.

Respectfully submitted,

Counsel for STi Prepaid, LLC

Enclosures

Before the FEDERAL COMMUNICATIONS COMMISSION Washington, D.C. 20554

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I. REQUEST FOR STREAMLINED TREATMENT OF APPLICATION

Under Section 63.04(b) of the Commission's rules, the Applicants are filing a combined domestic and international application for the assignment and/or transfer of control of certain Sprint assets to STi Prepaid. The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's rules.

Amendment of Parts 1 and 63 of the Commission's Rules, 22 FCC Rcd 11398, ¶ 38 (2007) (indicating that asset acquisitions should be treated as assignments under the Commission's international Section 214 rules); Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations, 17 FCC Rcd 5517, ¶ 59 (2002) (finding that asset acquisitions should be treated as transfers of control under the Commission's domestic Section 214 rules).

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's rules because: (1) STi Prepaid's market share in the interstate, interexchange market will be less than 10 percent; (2) STi Prepaid will provide competitive telephone exchange service exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

This Application also qualifies for streamlined treatment under Section 63.12 of the Commission's rules because: (1) neither STi Prepaid nor Sprint is affiliated with a dominant foreign carrier and (2) STi Prepaid has demonstrated that its affiliation with foreign carriers meets the requirements of Section 63.12(c)(1). Specifically, STi Prepaid satisfies the criteria under Section 63.12(c)(1)(i) for streamlined processing because STi Prepaid qualifies for the presumption of non-dominance under Section 63.10(a)(3). STi Prepaid's foreign carrier affiliates in St. Lucia and Barbados lack market power in their destination markets. The dominant carriers in Barbados and St. Lucia are Barbados External Communications Ltd. and Cable & Wireless (St. Lucia), respectively, both of which are affiliates of Cable & Wireless plc. Each of STi Prepaid's foreign carrier affiliates lacks fifty percent (50%) market share in either the international transport and the local access markets in either Barbados or St. Lucia. Moreover, none of STi Prepaid's foreign carrier affiliates appear on the Commission's list of foreign telecommunications carriers presumed to possess market power in foreign telecommunications markets. STi Prepaid therefore qualifies for a presumption of nondominance pursuant to Section 63.10(a)(3) of the Commission's rules. In addition, STi Prepaid satisfies the criteria under Section 63.12(c)(1)(iv) for streamlined processing because the affiliated destination markets are WTO Member countries (St. Lucia and Barbados) and STi

Prepaid qualifies for the presumption of non-dominance under Section 63.10(a)(3) as discussed above.

II. APPLICANTS

A. Sprint Communications Company L.P. (FRN: 0004372827)

Sprint is a limited partnership organized and existing under the laws of the State of Delaware. Sprint currently provides interstate and international telecommunications services throughout the United States. Sprint is a wholly owned subsidiary of Sprint Nextel Corporation ("Sprint Nextel"). Sprint Nextel is a Kansas corporation whose principal place of business is located at 6200 Sprint Parkway, Overland Park, KS 66251. Sprint Nextel is a holding company organized for the purpose of engaging in telecommunications and related businesses through its subsidiaries and is publicly traded under the name Sprint Nextel. No person or corporate entity owns a ten percent (10%) or more share of Sprint Nextel.

B. STi Prepaid, LLC (FRN: 0016004731)

STi Prepaid is a Delaware limited liability company with headquarters at 30-50 Whitestone Expressway, 4th Floor, Flushing, New York 11354. STi Prepaid has authority to provide interstate and international telecommunications services from the Commission. STi Prepaid currently provides interstate and international telecommunications services throughout the United States.

III. DESCRIPTION OF THE TRANSACTION

On April 7, 2008, Sprint and certain of its affiliates (collectively, "Sellers") entered into an Asset Purchase Agreement ("Agreement") with STi Prepaid pursuant to which Sellers agreed to transfer certain assets to STi Prepaid (the "Transaction"). Specifically, Sellers agreed to transfer all of its assets related to the provision of prepaid calling card services, including

tangible prepaid card inventory, customer agreements and contracts, vendor agreements and contracts, prepaid card point-of-sale and promotional materials, and the rights to host personal identification numbers ("PINs") used to make prepaid calling card calls ("Assets").

Consummation of the Transaction is contingent on, among other things, receipt of all necessary regulatory approvals.

IV. PUBLIC INTEREST STATEMENT

The proposed Transaction furthers the public interest, convenience, and necessity. STi Prepaid is a major prepaid card provider offering state-of-the-art services to its customers. Thus, consumers currently utilizing Sprint prepaid cards will be able to enjoy the high quality and array of features that STi Prepaid's own customers now enjoy. Further, as an affiliate of Leucadia National Corporation, a publicly traded company, STi Prepaid will have access to the public capital markets that can provide support for the expansion of the prepaid calling card services currently offered by Sprint.

In addition, the Transaction will not impact consumers currently utilizing Sprint's prepaid calling cards. Any consumers holding prepaid calling cards previously issued will continue to receive high-quality telecommunications services without interruption and without change in rates, terms, or conditions. Customer notice is not required in this case because Sprint does not have a dedicated customer base. Sprint's prepaid calling card services can be used by any person at any time after purchasing the calling card from a retailer. Sprint has no knowledge of the identity of the persons that utilize its services, and has no direct relationship with the person utilizing the prepaid calling card. Accordingly, customer notification of this Transaction is unnecessary and would be almost impossible.²

Comments Invited on Application of Transcommunications Incorporated to Discontinue Domestic Telecommunications Services, WC Docket No. 05-161, Public Notice, DA 05-999 (rel. Apr. 4, 2005) (granting

Nonetheless, a user of a Sprint-branded card, upon calling the toll-free access number and entering the PIN to utilize the card, will be informed that STi Prepaid and not Sprint is now the service provider. When a consumer calls for customer service associated with a Sprint-branded card, STi Prepaid's customer service representatives will also explain to cardholders that the prepaid calling card service is now being provided by STi Prepaid rather than Sprint. In addition, Sprint intends to post a notice on its website informing consumers that have purchased a Sprint-branded card that STi Prepaid is now the provider of service, but that Sprint's domestic prepaid card rates will remain in effect for a period of at least twelve (12) months. Consumers will also be informed that they should dial the toll free customer service number on their cards to obtain information on international prepaid card rates.³

The proposed Transaction also does not present any anticompetitive issues. STi

Prepaid's total market share after consummation of the Transaction will be less than ten percent
(10%). Furthermore, there are a number of other interexchange carriers and prepaid calling card
service providers operating on a nationwide basis.

V. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES FOR ASSIGNMENT OF ASSETS

In support of this Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's rules, which is the information requested in paragraphs

discontinuance of prepaid calling card services without comment based on statements that the calling card provider could not provide customer notice because it did not know the identity and address of the consumers of its calling cards and thus it would be effectively impossible to provide written notice of the discontinuance of service to each affected cardholder); Notice of Domestic Section 214 Authorization Granted, Public Notice, DA 07-1082 (Mar. 8, 2007) (approving transfer of prepaid calling card assets without comment based on statements that calling card provider could not provide customer notice because it did not know the identity and address of the consumers using its calling card services).

³ Upon dialing the toll free number, the consumer will be connected to a STi Prepaid customer service representative.

- (a)-(d) and (o)-(p) of Section 63.18 for both Applicants and the information requested in paragraphs (h)-(n) of Section 63.18 for STi Prepaid.
 - (a) Name, address, and telephone number of Applicants:

Sprint Communications Company L.P. 6200 Sprint Parkway Overland Park, KS 66251 913-624-3000 (telephone) FRN: 0004372827

STi Prepaid, LLC 30-50 Whitestone Expressway, 4th Floor Flushing, NY 11354 718-358-5390 (telephone) FRN: 0016004731

- (b) Sprint is a limited partnership organized and existing under the laws of the State of Delaware. Sprint is a wholly owned subsidiary of Sprint Nextel Corporation, a Kansas corporation. STi Prepaid is a limited liability company organized under the laws of Delaware.
 - (c) Correspondence concerning this Application should be sent to:

For Sprint:	For STi Prepaid:	
Michael B. Fingerhut	Chérie R. Kiser	
Director - Government Affairs	Attorney for STi Prepaid, LLC	
Sprint Nextel	Cahill Gordon & Reindel LLP	
2001 Edmund Halley Drive	1990 K Street, NW	
Mailstop: VARESP0202-250	Suite 950	
Reston, VA 20191	Washington, D.C. 20006	
703-592-5112 (telephone)	202-862-8950 (telephone)	
703-433-4804 (facsimile)	202-862-8958 (facsimile)	
michael.b.fingerhut@sprint.com	ckiser@cgrdc.com	
•		

For Sprint:	For STi Prepaid:	
	Richard Rebetti Chief Operating Officer STi Prepaid, LLC 30-50 Whitestone Expressway, 4th Floor Flushing, NY 11354 718-358-5390 (telephone)	
	718-732-7751 (facsimile)	

- (d) Sprint holds blanket domestic Section 214 authority and global Section 214 authority to provide international facilities-based and resale services.⁴ STi Prepaid holds blanket domestic Section 214 authority and global Section 214 authority to provide international facilities-based and resale services.⁵
- (h) The following entities and individuals hold a ten percent (10%) or greater interest in STi Prepaid:

BEI Prepaid, LLC. BEI Prepaid, LLC ("BEI Prepaid"), a Delaware limited liability company owns a seventy-five percent (75%) interest in STi Prepaid. BEI Prepaid's principal business is telecommunications holdings. David Larsen, a United States citizen, holds a ten percent (10%) non-voting membership interest in BEI Prepaid. BEI Prepaid Holdings, LLC, a Delaware limited liability company whose principal business is telecommunications holdings, owns a ninety percent (90%) membership interest and a one hundred percent (100%) voting interest in BEI Prepaid. BEI Prepaid Holdings, LLC is a wholly-owned subsidiary of Baldwin Enterprises Inc. ("Baldwin"), a Colorado corporation whose principal business is investment. Baldwin is a wholly-owned subsidiary of Phlcorp, Inc., a Pennsylvania corporation whose principal business is

Sprint has over 100 authorizations to provide international service. None of those authorizations are impacted by the Transaction. A listing of Sprint's international authorizations are available in WT Docket No. 05-63.

⁵ IB File Nos. ITC-214-20010220-00085, ITC-20020531-0093, ITC-ASG-20070208-00064, ITC-ASG-20070124-00033.

investment holdings. Phlcorp, Inc. is a wholly-owned subsidiary of Leucadia National Corporation ("Leucadia"), a publicly-traded New York corporation whose principal business is investment. Ian Cumming and Joseph Steinberg, both of which are United States citizens, each hold a thirteen percent (13%) interest in Leucadia. The business address for David Larsen and Ian Cumming is 529 East South Temple, Salt Lake City, UT 84102. The address for Joseph Steinberg, BEI Prepaid, BEI Prepaid Holdings, LLC, Baldwin, Phlcorp, Inc., and Leucadia is 315 Park Avenue South, New York, NY 10010.

ST Finance, LLC. ST Finance, LLC ("ST Finance"), a Delaware limited liability company whose principal business is securities holdings, owns a twenty-five percent (25%) interest in STi Prepaid. Samer Tawfik, a United States citizen, indirectly owns a one hundred percent (100%) membership interest in ST Finance through ten holding companies. Seven of the holding companies are Delaware entities: Telco Group, Inc., STi Phonecard Inc., Dialaround Enterprises Inc., STi Mobile Inc., Phonecard Enterprises Inc., VOIP Enterprises Inc., and STi PCS LLC. The other three holding companies are Luxembourg entities: Tawfik & Partners SNC (a Luxembourg general partnership), TGI S.A.R.L. (a Luxembourg limited liability company), and TGI S.A.R.L. Schaffhausen (a Luxembourg Swiss branch). Samer Tawfik, a United States citizen, owns 100% of each of the ten holding companies. Thus, Samer Tawfik holds a twenty-five percent (25%) indirect interest in STi Prepaid. The address for ST Finance, Samer Tawfik, Telco Group, Inc., STi Phonecard Inc., Dialaround Enterprises Inc., STi Mobile Inc., Phonecard Enterprises Inc., VOIP Enterprises Inc., and STi PCS LLC, Tawfik & Partners SNC, TGI S.A.R.L., and TGI S.A.R.L. Schaffhausen is 23 Shorewood Drive, Port Washington, NY 11050.

Other than as stated in this Application, no other person or entity owns a ten percent (10%) or greater direct or indirect ownership interest in STi Prepaid.

Other than interests held in STi Prepaid, the following ten percent (10%) or greater direct or indirect owners of STi Prepaid do not own any interests in telecommunications-related entities: BEI Prepaid, LLC; BEI Prepaid Holdings, LLC, David Larsen, and ST Finance, LLC.

Baldwin Enterprises Inc., Phlcorp, Inc., Leucadia National Corporation, Ian Cumming, and Joseph Steinberg hold an approximately forty percent (40%) indirect interest (though various holding companies) in: (1) Antilles Crossing, LP, which owns the subsea portions of a private fiber-optic cable system in Barbados territorial waters and the Barbados cable station and (2) Antilles Crossing (St. Lucia) Limited, which owns the subsea portions of a private fiber-optic cable system in St. Lucia and the St. Lucia cable station. Baldwin Enterprises Inc., Phlcorp, Inc., Leucadia National Corporation, Ian Cumming, and Joseph Steinberg hold a one hundred percent (100%) indirect interest in Tele (Barbados) Inc., which is a telecommunications carrier offering services in Barbados.

Samer Tawfik also owns a one hundred percent (100%) interest in Dialaround Enterprises Inc. ("DEI"), which currently provides interstate, international, and intrastate interexchange telecommunications services.⁶

Following consummation of the Transaction, no officer or director of STi Prepaid will also be an officer or director of any foreign carrier as defined by 47 C.F.R. § 63.09(d).

(i) STi Prepaid certifies that it is not a foreign carrier. STi Prepaid is affiliated with the following non-dominant foreign carrier entities: (1) Tele (Barbados) Inc., which is a

DEI's assignment of assets to STi Prepaid was approved by the Commission in March 2007, but has not been consummated to date. Once consummated, DEI will no longer provide any type of telecommunications service.

telecommunications carrier offering services in Barbados; (2) Antilles Crossing, LP, which owns the subsea portions of a private fiber-optic cable system in Barbados territorial waters and the Barbados cable station; and (3) Antilles Crossing (St. Lucia) Limited, which owns the subsea portions of a private fiber-optic cable system in St. Lucia and the St. Lucia cable station. STi Prepaid also is affiliated with other entities organized under the laws of the Dominican Republic, none of which qualify as foreign carriers under the Commission's rules.

- (j) As evidenced by the signatures to this Application, STi Prepaid certifies that postclose it will not provide international telecommunications services to any destination country in
 which: (1) STi Prepaid is a foreign carrier in the destination market; (2) STi Prepaid controls a
 foreign carrier in the destination market; and (3) two or more foreign carriers (or parties that
 control foreign carriers) own, in the aggregate, more than twenty-five percent (25%) of STi
 Prepaid and are not parties to, or the beneficiaries of, a contractual relationship affecting the
 provision or marketing of international basic telecommunications services in the United States.

 As discussed above, entities that have a controlling interest in STi Prepaid also have a controlling
 interest in three (3) non-dominant foreign carriers: (1) Tele (Barbados) Inc., which is a
 telecommunications carrier offering services in Barbados; (2) Antilles Crossing, LP, which owns
 the subsea portions of a private fiber-optic cable system in Barbados territorial waters and the
 Barbados cable station; and (3) Antilles Crossing (St. Lucia) Limited, which owns the subsea
 portions of a private fiber-optic cable system in St. Lucia and the St. Lucia cable station.
 - (k) Not applicable.
- (I) STi Prepaid may resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to Barbados or St. Lucia, which are the countries in which STi Prepaid is affiliated with a non-dominant foreign

carrier. STi Prepaid, however, qualifies for the presumption of non-dominance under Section 63.10(a)(3) of the Commission's rules as discussed above.

- (m) STi Prepaid is affiliated with non-dominant foreign carriers in Barbados and St. Lucia and may provide services on those routes. STi Prepaid, however, qualifies for the presumption of non-dominance under Section 63.10(a)(3) of the Commission's rules as discussed above.
- (n) As evidenced by the signatures to this Application, STi Prepaid has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into such agreements in the future.
- (o) As evidenced by the signatures to this Application, the Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that they are not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's rules. As discussed in Section I of the Application, this Application qualifies for streamlined treatment under Section 63.12.

VI. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES FOR TRANSFER OF CONTROL OF ASSETS

In accordance with the requirements of Section 63.04(b) of the Commission's rules, the additional information required by Section 63.04(b) of the Commission's rules for transfer of control of assets is provided in **Exhibit A**.

VII. CONCLUSION

Based on the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

STi PREPAID, LLC

SPRINT COMMUNICATIONS COMPANY L.P.

Michael B. Fingerhut

Director - Government Affairs 2001 Edmund Halley Drive Mailstop: VARESP0202-250

Reston, VA 20191

703-592-5112 (telephone) 703-433-4804 (facsimile) TUNNIU

Chief Operating Officer

30-50 Whitestone Expressway, 4th Floor

Flushing, NY 11354

718-358-5390 (telephone)

718-732-7751 (facsimile)

Chérie R. Kiser

Cahill Gordon & Reindel LLP

1990 K Street, NW

Suite 950

Washington, D.C. 20006

202-862-8950 (telephone)

202-862-8958 (facsimile)

ckiser@cgrdc.com

Dated: June 5, 2008

Exhibit A

INFORMATION FOR TRANFER OF CONTROL OF ASSETS

In accordance with the requirements of Section 63.04(b) of the Commission's rules, the Applicants provide the following information in support of their request for authority to transfer control of certain Sprint Assets to STi Prepaid:

63.04(a)(6): Description of the Transaction

The Transaction is described in Section III of the Application.

63.04(a)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is described in Section II of the Application.

63.04(a)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's rules because: (1) the proposed transaction will result STi Prepaid having a market share in the interstate interexchange market of less than ten percent (10%); (2) STi Prepaid will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

63.04(a)(9): Other Pending Commission Applications Concerning the Proposed Transaction

None.

63.04(a)(10): Special Considerations

None.

63.04(a)(11): Waiver Requests (If Any)

None.

63.04(a)(12): Public Interest Statement

The Transaction is in the public interest for the reasons detailed in Section IV of the Application.

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE FORM 159

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